

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606-1720

TEL: (312) 407-0700
FAX: (312) 407-0411
www.skadden.com

DIRECT DIAL
312-407-0110
DIRECT FAX
312-827-9368
EMAIL ADDRESS
BRANDON.DUNCOMB@SKADDEN.COM

FIRM/AFFILIATE OFFICES

BOSTON
HOUSTON
LOS ANGELES
NEW YORK
PALO ALTO
WASHINGTON, D.C.
WILMINGTON

BEIJING
BRUSSELS
FRANKFURT
HONG KONG
LONDON
MOSCOW
MUNICH
PARIS
SAO PAULO
SHANGHAI
SINGAPORE
SYDNEY
TOKYO
TORONTO
VIENNA

October 29, 2013

VIA ELECTRONIC MAIL

ACE American Insurance Company
c/o Kathy McCreary, SCLA
Excess Claim Manager
ACE North American Claims
P. O. Box 5110
Scranton, Pennsylvania 18505-0527
kathleen.mccreary@acegroup.com

Re: Policy: Specific Excess Workers' Compensation and
Employers' Liability Insurance Policy
Insurance Company: ACE American Insurance Company
Policy Number: WCU C44333843
Policy Period: From 10/01/2005 to 01/01/2006
Insured: Delphi Corporation, reorganized debtor in *In re*
DPH Holdings Corp. et al., No. 05-4448
(RDD), United States Bankruptcy Court for the
Southern District of New York
Transaction: Transfer of insured's rights under workers'
compensation excess policy
ACE Claim Number: X395L7116824 ("Joe Swan Claim")

Ladies and Gentlemen::

I write on behalf of DPH Holdings Corp. and its reorganized-debtor affiliates (collectively, the "Reorganized Debtors") in the above-captioned chapter 11 cases. The Reorganized Debtors are the successors in interest to Delphi Corporation, one of the debtors in the chapter 11 cases and the insured under the captioned Specific

ACE American Insurance Company
c/o Kathy McCreary, SCLA
October 29, 2013
Page 2

Excess Workers' Compensation and Employers' Liability Insurance Policy (the "Excess Policy") issued by ACE American Insurance Company ("ACE").

This letter is to confirm that, subject to approval by order of the United States Bankruptcy Court for the Southern District of New York, the Reorganized Debtors hereby transfer and ACE hereby consents to the transfer, as of the date specified in the order, of the insured's rights under the Excess Policy to the Mississippi Workers' Compensation Individual Self-insurer Guaranty Association ("the Association") with respect to the captioned Joe Swan Claim. It is understood that the Association shall submit claims under the Excess Policy to "Excess WC Department, ACE North American Claims, P. O. Box 5110, Scranton, Pennsylvania 18505-0527," and that ACE shall make claim payments directly to the Association.

By the signature below of its authorized representative, ACE consents to the above transfer of the insured's rights pursuant to Part Five – Conditions, paragraph K, of the Excess Policy, and it represents that the captioned policy and claim identification information is correct; that the Excess Policy is in full force and effect and is enforceable in accordance with its terms; and that the self-insured retention under the Excess Policy, including under Excess Insurance Provisions Our Limit of Indemnity and Your Retention, paragraph B, with respect to the Joe Swan Claim has been satisfied by the insured.

Very truly yours,



Brandon M. Duncomb

Acknowledged and agreed this 29th day of October, 2013.

ACE American Insurance Company

By: 

Name: MICHAEL J. O'REILLY

Title: VP WORKERS COMPENSATION

Cc: John Brooks, President of DPH Holdings Corp.
William C. Heuer and Lewis R. Olshin, counsel for ACE
Spencer Gilbert and Joseph Samet, counsel for the Association